



DONELAN CLEARY  
WOOD & MASER, P.C.

April 30, 1999

RECORDATION NO. 22133 FILED

APR 30 '99

2-15 PM

Via Hand Delivery

Honorable Vernon A. Williams  
Secretary  
Surface Transportation Board  
Washington, DC 20423

Dear Secretary Williams:

Enclosed for recordation, under the provisions of 49 U.S.C. § 11301(a) and the regulations promulgated thereunder, are executed counterparts of a Memorandum of Lease, dated as of April 30, 1999, from 1994 VCM Inc., a Texas corporation ("Lessor") to Oxy Vinyls, L.P., a limited partnership organized under the laws of Delaware ("Lessee"), a primary document not previously recorded.

The names and addresses of the parties to the enclosed document are as follows:

LESSOR	-	1994 VCM Inc. c/o State Street Bank and Trust Company of Connecticut, National Association 225 Asylum Street, Goodwin Square Hartford, CT 06103
LESSEE	-	Oxy Vinyls, L.P. 5005 LBJ Freeway Dallas, TX

*Ja. Maser*

A general description of the railroad equipment covered by the enclosed document is as follows: 200 5851 cubic foot Covered Hopper Railcars manufactured by Trinity Industries, Inc. and assigned Identification Nos. GVDX 2001-GVDX 2200, together with any and all accessions, additions, improvements, and replacements from time to time incorporated or installed therein. The Lessor and the Lessee have entered into that certain Lease, dated as of April 30, 1999, covering the aforesaid railroad equipment. The parties wish to show for the public record the ownership of the said railroad equipment by the Lessor, the leasehold interest in the said railroad equipment of the Lessee, and the security interest in the said railroad equipment in favor of the Lessor, and accordingly have caused this Memorandum of Lease to be executed and recorded with the Board.

In connection with this filing, it should also be noted that, pursuant to that certain Security Agreement, dated as of April 30, 1999 between VCM Inc. ("Debtor") and State Street Bank and Trust Company of Connecticut, National Association, not in its individual capacity but

ATTORNEYS AND COUNSELORS AT LAW

1100 New York Avenue, Suite 750, N.W., Washington, D.C. 20005-3934, Tel: 202-371-9500, Fax: 202-371-0900

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solely as Trustee ("Secured Party"), which is being recorded concurrently herewith under Recordation No. 22134, Debtor, among other things, grants to Secured Party a continuing lien on and first priority security interest in and to all of its right, title and interest in certain collateral, including the aforesaid railroad equipment and the aforesaid Lease.

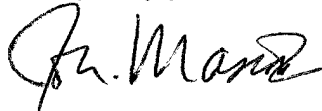
Enclosed is a remittance in the amount of \$26.00 for the required recording fee.

A short summary of the document to appear in the index follows:

"Memorandum of Lease dated as of April 30, 1999 from 1994 VMC Inc., as Lessor, to Oxy Vinyls, L.P., as Lessee, covering 200 5,851 cubic foot Covered Hopper Railcars bearing identification marks and numbers GVDX 2001-GVDX 2200."

Once the filing has been made, please return to bearer the stamped counterparts not needed for your files, together with the fee receipt, the letter from the Secretary acknowledging the filing, and the extra copies of this letter of transmittal.

Very truly yours,

A handwritten signature in dark ink, appearing to read "John K. Maser III". The signature is fluid and cursive, with the first name "John" being more prominent.

John K. Maser III

*Attorney for purposes of this filing for  
1994 VCM Inc. and Oxy Vinyls, L.P.*

Enclosures

1350/020

## MEMORANDUM OF LEASE

APR 30 '99

2-15 PM

MEMORANDUM OF LEASE dated as of April 30, 1999, from 1994 VCM Inc., a Texas corporation, having an address c/o State Street Bank and Trust Company of Connecticut, National Association, 750 Main Street, Hartford, Connecticut 06103 ("Lessor") to Oxy Vinyls, L.P., a limited partnership organized under the laws of Delaware, having an address at 5005 LBJ Freeway, Dallas, Texas ("Lease").

WHEREAS, the Lessor and the Lessee have entered into that certain Lease dated as of the date hereof, the terms of which are incorporated by reference herein, (the "Lease") covering the 200 5851 cubic foot capacity covered hopper cars manufactured by Trinity Industries, Inc. and assigned identification Nos. GVDX 2001 - GVDX 2200 at any time subjected thereto together with any and all accessions, additions, improvements and replacements from time to time incorporated or installed therein (the "Equipment");

WHEREAS, pursuant to paragraph 20 of the Lease, the Lessor and the Lessee intend that the Lessee shall treat the Lease as an operating lease for accounting purposes. For all other purposes the parties intend that the transactions represented by the Lease and the other Operative Documents (as defined in the Lease) be treated as a loan by the Lessor and the Trustee to the Lessee in the amount of \$180,000,000 and that the Lease be treated as a security agreement from the Lessee encumbering the Equipment in favor of the Lessor and that the Lessor shall have all the rights of a secured party under applicable Law.

**[Signature Page for Memorandum of Lease.]**

IN WITNESS WHEREOF, the parties wish to show for the public record the ownership of the Equipment by the Lessor, the leasehold interest in the Equipment of the Lessee and the security interest in the Equipment in favor of the Lessor, and accordingly have caused this memorandum to be executed by their officers thereunto duly authorized, as of the date first above written.

1994 VCM INC., as Lessor

By: Mark A. Ferrucci  
Name: **MARK A. FERRUCCI**  
Title: **PRESIDENT**

OXY VINYLS, L.P., as Lessee

By: \_\_\_\_\_  
Name:  
Title:

***[Signature Page for Memorandum of Lease.]***

IN WITNESS WHEREOF, the parties wish to show for the public record the ownership of the Equipment by the Lessor, the leasehold interest in the Equipment of the Lessee and the security interest in the Equipment in favor of the Lessor, and accordingly have caused this memorandum to be executed by their officers thereunto duly authorized, as of the date first above written.

1994 VCM INC., as Lessor

By: \_\_\_\_\_  
Name:  
Title:

OXY VINYLs, L.P., as Lessee

By: Occidental PVC LLC,  
General Partner

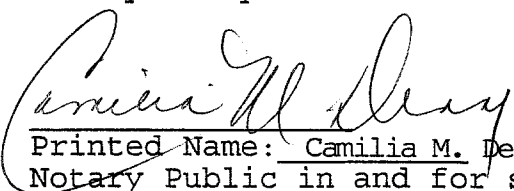
By: J. K. Blaine  
Name: Joseph K. Blaine  
Title: Assistant Secretary

STATE OF DELAWARE )  
 :  
COUNTY OF NEW CASTLE ) ss.:

On this 27th day of April, 1999 before me personally appeared MARK A. FERRUCCI, to me personally known, who being by me duly sworn, did say that [he/she] is the President of 1994 VCM Inc., a Texas corporation, and that the seal affixed to the foregoing instrument is the corporate seal of said corporation and that said instrument was signed and sealed on behalf of said corporation by authority of its Board of Directors, and said MARK A. FERRUCCI acknowledged said instrument to be the free act and deed of said corporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal at my office in Wilmington, Delaware the day and year last above written.

(SEAL)

  
Printed Name: Camilia M. Denny  
Notary Public in and for said State  
Commissioned in New Castle County

My Commission Expires:

September 26, 1999

STATE OF New York  
COUNTY OF New York : SS.:

On this <sup>29</sup>~~30~~th day of April, 1999, before me personally appeared Joseph ~~K~~. Blaine, to me personally known, who being by me duly sworn, did say that he is the Assistant Secretary of Occidental PVC LLC, General Partner of OXY VINYLS, L.P., a Delaware limited partnership, that said instrument was signed on behalf of said limited partnership by authority of its general partner, and said Assistant Secretary of the General Partner of OXY VINYLS, L.P. acknowledged said instrument to be the free act and deed of said limited partnership.

IN WITNESS WHEREOF, I have hereunto set my hand the day and year last above written.

(SEAL)

Thomas A. Scott  
Printed Name: THOMAS A. SCOTT  
Notary Public in and for said State  
Commissioned in New York County

My Commission Expires:

8/31/99

THOMAS A. SCOTT  
Notary Public, State of New York  
No. 41-4792491  
Qualified in Queens County  
Certificate Filed in New York County  
Commission Expires August 31, 19 ~~99~~